

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

INSTRUCTIONS FOR FILING ARTICLES OF MERGER OR CONSOLIDATION

Title 7 of the Rhode Island General Laws, 1956, as amended

The attached form is designed to meet minimal statutory filing requirements pursuant to the relevant statutory provision. This form and the information provided are not substitutes for the advice and services of an attorney and/or tax specialist.

1. Articles of Merger (Form No. 610) are required to be filed with the Office of the Secretary of State, Corporations Division, at the above address, if at least one of the merging entities is a domestic entity.
2. At the time of filing the Articles of Merger, all qualified merging entities must be in good standing and current with the filing of annual reports and the maintenance of a registered agent/registered office in this state.
3. The following filing fees should be made payable to the Rhode Island Secretary of State:

Business Corporation merging with any other entity	\$100.00
Limited Liability Company merging with any other entity	\$100.00
Limited Partnership merging with any entity other than a Business Corporation or Limited Liability Company	\$ 50.00
Non-profit Corporation merging with any entity other than a Business Corporation, Limited Liability Company, or Limited Partnership	\$ 25.00
4. Limited liability companies are required by statute to complete Sections I and V only of the Articles of Merger.
5. The Articles of Incorporation, Articles of Organization and Certificate of Limited Partnership, whether the entity is domestic or foreign, may be amended via the merger. However, please note that a business corporation which increases its authorized shares via a merger shall be subject to a license fee pursuant to the provision of Section 7-1.2-1602(c)(1)(iii) of the Rhode Island General Laws, 1956, as amended. Please call the Corporations Division at (401) 222-3040 for further instructions.
6. Unless the surviving entity is a Rhode Island business corporation or limited liability company, domestic or foreign business corporations and limited liability companies must obtain a letter of good standing from the Rhode Island Division of Taxation for the purpose of "non-survivor" of merger.
7. If additional space is required in any section of the Articles of Merger, an exhibit may be attached. Please identify the Exhibit No. within the section as well as on the attachment.
8. SIGNATURES:
 - a) If a **business corporation** is one of the merging entities, the Articles of Merger are to be executed by an Authorized representative of the corporation.
 - b) If a **non-profit corporation** is one of the merging entities, the Articles of Merger are to be executed by the President or Vice President and Secretary or Assistant Secretary. A signature must appear on each line even if the same person holds both offices.
 - c) If a **limited liability company** is one of the merging entities, the Articles of Merger shall be executed by an Authorized Person.
 - d) If a **limited partnership** is one of the merging entities, the Articles of Merger shall be executed by each General Partner.
 - e) If a **subsidiary business corporation** is one of the merging entities, the Articles of Merger shall be executed by an Authorized representative.

If you have any questions, please call us at (401) 222-3040, Monday through Friday between 8:30 a.m. and 4:30 p.m.



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

ARTICLES OF MERGER OR CONSOLIDATION INTO

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of ☐ Merger or ☐ Consolidation (**check one box only**) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

<u>Name of entity</u>	<u>Type of entity</u>	<u>State under which entity is organized</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is _____
which is to be governed by the laws of the state of _____

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (**Attach Plan of Merger or Consolidation**)

e. If the surviving entity's name has been amended via the merger, please state the new name:

f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

.....

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

- b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.
- i) The name of the subsidiary corporation is _____
- ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) _____

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

.....

SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

.....

SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:
- _____
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

.....

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

Print Entity Name

By: _____
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

Print Entity Name

By: _____
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing